FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response.....16.00

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
DA	TE RECEIV	ED				

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Securities Purchase Agreement (Eguity Fix Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ancing)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE RECEIVED WAS
Type of Filing: New Filing Amendment	
	1 4 2004
A. BASIC IDENTIFICATION DATA	JUL 1 4 2004
1. Enter the information requested about the issuer	4
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	179/59
COMMTOUCH SOFTWARE LTD.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
IA HAZORAN (T. P.O. Box 8511, Netanya Israel 42504	011-972-9-8636888
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) Same a bove	same as above
Brief Description of Business	
Developer and provider of profrietury anti-span G. Type of Business Organization	unk email) so lutions
	please specify): PROCESSED
Month Year Actual or Estimated Date of Incorporation or Organization: Month Year Actual Organization: Actual Section	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	EN FINASON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.



A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
SMITHFIELD FIDUCIPARY LLC c/o Highbridge Capital Management, LLC
SMITHFIELD FIDUCIARY LLC C/O Highbridge Capital Management, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 9 West 57th St., 27th Floor, Wew York, NY 10019 Check Box(es) that Apply: Promoter Peneficial Owner Executive Officer Director General and/or
9 west 57th St., 27th Floor, New York, MT 10019
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
OMICRON MASTER TRUST C/O OMICRON CAPITAL
Business or Residence Address (Number and Street, City, State, Zip Code)
Business or Residence Address (Number and Street, City, State, Zip Code) 810 SEVENTH AVENUE, 39 th Floor New York, NY 10019
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
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Business or Residence Address (Number and Street, City, State, Zip Code)
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CRANSHIRE CAPITAL L.P. c/o Downsview Capital, Inc. The General Partner Business or Residence Address (Number and Street, City, State, Zip Code) 666 Dundee Road, Suite 1901 Northbrook, IL 60062 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
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Managing Partner
Full Name (Last name first, if individual)
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Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Check Box(es) that Apply:	[] Promoter [1] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	•
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Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) UICKER, MARK Business or Residence Address (Number and Street, City, State, Zip Code) 1300 CRITTENDEN LANE, SUITE [03, MOUNTAIN VIEW, CA 94043] Check Box(es) that [] Promoter [YBeneficial [] Executive [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) ISRAEL SEED IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o MAREL CALDER, P.O. BOX 309 G.T., USLAND HOUSE, SOUTH CHURCH ST., CAYMAN ILS. (CAYMAN	MASSAH AI	w st., foles Dr	PARIAL PARI	s, NETWYA, ISR	AFL 42504	
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TSRAEL SEED IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o MARET + CALDER, P.O. BOX 309 G.T., USLAND HOUSE, SOUTH CHURCH ST., CAYMAN ILS. (General and/or Apply: Owner Officer Managing Partner UII Name (Last name first, if individual) SHEFSKY, LIOYD E. usiness or Residence Address (Number and Street, City, State, Zip Code) LUI N. MICHIGAN AVE, CHICAGO, IL GOGII	Check Box(es) that	[] Promoter [Bene	ficial [] Exe	cutive [] Director	r [] General and/or Managing	÷
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SHEFSKY, LIOYD E. usiness or Residence Address (Number and Street, City, State, Zip Code) 144 N. MICHIGAN AVE, CHICAGO, IL 60611	neck Box(es) that	[] Promoter [] Benef	icial [] Exe	cutive [// Director	r [] General and/or Managing	CAY
usiness or Residence Address (Number and Street, City, State, Zip Code)	ıll Name (Last name fi	rst, if individual)		क्ता हो है है के कि	and and the second	
usiness or Residence Address (Number and Street, City, State, Zip Code)	SHEFSKY,	LIOYD E.				
	•		Street, City, State,	Zip Code)		
	144 N. MIC	HIGAN AVE,	CHICAGO,	IL 60611		
					General and/or	

Apply:	Owner	Officer	Managing Partner				
Full Name (Last name first, if individua	al)						
SORKIN, RICHAR	<u>.v) </u>	·	,				
Business or Residence Address (Num	ber and Stree	t, City, State, Zip Code)				
311 PORT ROYAL	Avenve	FOSTER CIT	Y, CA 94404				
Check Box(es) that [] Promoter [Apply:		-	[TDirector [] General and/or Managing Partner				
Full Name (Last name first, if individual)							
segev, ofer							
Business or Residence Address (Number 167 Thomalike S			•				
(Use blank sheet, or co		•					

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				B. I	NFORMAT	ION ABOU	T OFFERI	NG Take				
1. Has th	e issuer sole	d. or does t	he issuer i								Yes	No
		_, == =================================										٠
2. What i	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?								\$ 20	<u>0,00</u> 0,01		
	,								Yes	No		
	he offering											
commi If a per or state	the informates in or sime son to be list the nate or dealer.	ilar remune sted is an as ame of the b	eration for s sociated pe proker or de	solicitation erson or age ealer. If m	of purchas ent of a brol ore than fiv	ers in conn ker or deale e (5) perso	ection with or registered ns to be list	sales of seed with the Seed are asso	curities in t SEC and/or	he offering with a state	;	
	(Last name	first, if ind	ividual)	-							-	
	M/A Residence	Addross ()	Tumbor on	d Straat C	ity Ctata 7	7:- Cada)						
Dusiness of	Residence	Address (F	Number am	u sueci, C	ity, State, 2	cip Code)						
Name of As	ssociated B	oker or De	aler									
States in W	hich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	"All States											l States
AL	AK IN	[AZ]	[AR]	KY]	[CO]	ME ME	DE MD	DC MA	FL MI	GA MN	MS	MO
MT	NE NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK]	OR	PA
ŔĬ	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)									
~/												
Business o	r Residence	: Address (1	Number an	d Street, C	City, State,	Zip Code)						
Name of As	ssociated Br	oker or De	aler									
States in W	hich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	<u>.</u> .		***************************************	_		
(Check	"All States	s" or check	individual	States)		· · · · · · · · · · · · · · · · · · ·					☐ Al	l States
التما	AZ	[A.7]			CO	CT	اعضا	DC	الترج		HI	[ID]
AL IL	[AK]	AZ IA	(AR) (KS)	CA KY	LA	ME	DE MD	MA	FL MI	GA MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	\overline{WV}	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)							·		
~/												
Business o	r Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Name of As	ssociated Br	oker or De	aler							-		
States in W	hich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	 					
(Check	"All States	or check	individual	States)	***************************************						☐ Al	ll States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt\$	_	s O
	· · · · · · · · · · · · · · · · · · ·		
	Equity\$	3,400,000	3 <u>3,400,00</u> 0
	Convertible Securities (including warrants)\$	أبدأ بلطط هلف	es included above
	Partnership Interests		
	Other (Specify)\$	_	
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		·
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		s <u>3,900,000</u>
	Non-accredited Investors		sO
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
:	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	NIA	.
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		
	Rule 504		\$
	Total		\$
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		s 70,000
	Accounting Fees		
	Engineering Fees		\$
	Salar Commissions (ansaign findams, food samountaly)		\$
	Sales Commissions (specify finders' fees separately)		Ψ
	Other Expenses (identify) Drael Start Tax + Bukers Fee!		194,616+234

5.	Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	ly purpose is not known, furnish an a fthe payments listed must equal the ac	estimate and	
	proceeds to the issuer set forth in response to Part	. C — Question 4.0 above.	Payments to Officers, Directors, & Affiliates	
	Salaries and fees		\$	[\$
	Purchase of real estate		\$	\$
	Purchase, rental or leasing and installation of mac and equipment	hinery	[] \$	[\$
	Construction or leasing of plant buildings and fac	ilities	\$	[]\$
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	ets or securities of another	□\$	□\$
	Repayment of indebtedness		—	
	Working capital			_
	Other (specify):			
				\$
	Column Totals		\$	[]\$
	Total Payments Listed (column totals added)		\$	
		D. FEDERAL SIGNATURE		
The	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	undersigned duly authorized person. nish to the U.S. Securities and Excha	If this notice is filed under ange Commission, upon wr	Rule 505, the following
Iss	ner (Print or Type)	Signature	Date	
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
_		·		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		Payments to Officers, Payments Directors, & To Affiliates Others						
Salaries and fees		[] \$\$						
Purchase of real estate	•••••	[]						
Purchase, rental or leasing and installation of macand equipment		[] \$\$						
Construction or leasing of plant buildings and faci	lities	[] []						
Acquisition of other businesses (including the value securities involved in this offering that may be us exchange for the assets or securities of another it pursuant to a merger)	ed in ssuer	[] [] \$\$						
Repayment of indebtedness		[]						
Working capital		[] b 7 \$\$3,314,384						
Other (specify):		[]						
Column Totals		[] M 384 384						
Total Payments Listed (column totals added)		M\$3,394,384						
D. FEDERA	L SIGNATURE							
The issuer has duly caused this notice to be signed by filed under Rule 505, the following signature constitutes Securities and Exchange Commission, upon written required any non-accredited investor pursuant to paragraph (b)(2)	an undertaking by the issumest of its staff, the information	er to furnish to the U.S.						
Issuer (Print or Type)	Signature	Date						
Commonth software LTD.	Parti	7/12/04						
Name of Signer (Print or Type) Title of Signer (Print or Type)								
BENYANI R. PATEL	DEVYANI R. PATEL V.P. FINANCE							
ATTE	ENTION							
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)								

E. STATE SIGNATURE